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Part B

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after the deed has been filed with the Office of the Clerk of the Court

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|  Submitted 21 December 2018 |
| Office of the Clerk of the Court |

Appendices to the Belgian Official Gazette – 27 December 2018 – Appendices to the Belgian Official Gazette

Enterprise no.: 0881764642

Company name: (in full): **BELPO SERVICES**
(abbreviated):

Legal Form: Private limited company with limited liability

Registered office: Hendrik van Veldekesingel 150
(full address) 3500 Hasselt

Subject of the deed: NAME, OBJECT, ARTICLES OF ASSOCIATION (TRANSLATION, COORDINATION AND OTHER AMENDMENTS)

It appears from a deed executed before notary Filip Junius in Hasselt (Kiewit) on 20 December 2018, which has been presented to be registered, that the extraordinary shareholder's meeting of the private limited company "BELPO SERVICES", which has its registered office at Hendrik Van Veldekesingel 150 in 3500 Hasselt; judicial district of Antwerp, Division of Hasselt, registered in the Register of Legal Persons there and which has company number 0881.764.642, decided:

- 1) to ratify the decision of the shareholder's meeting of 13 November 2018, according to which Mr Koenraad Van Nuffel was dismissed from his position as managing director in terms of the articles of association; (the decision of 13 November 2018 was submitted to the Office of the Clerk of the Court of the Enterprise Court of Leuven on 19 December;
- 2) to change the name of the company into "Longo Belgium";
- 3) after due note had been taken of the managing director's report regarding a detailed account of the proposed change to the corporate object, accompanied by the statement of assets and liabilities of the company as per 13 November 2018, and such report had been approved, to amend the object of the company by replacing Article 3 of the articles of association by the following text:

"The object of the company, both for its own account and for the account of third parties, in Belgium and abroad, is:

A. the manufacture, import and export, wholesale and retail in shops that may or may not be specialised, the trade mediation, lease and letting, maintenance and repair of:

- new and second-hand motor vehicles;
 - new and second-hand light commercial vehicles and lorries;
 - new and second-hand lorries;
 - new and second-hand motorbikes and bicycles;
 - horticultural machinery and materials, and all components and accessories;
- and, more generally, of all products and materials, raw materials, semi-finished and finished products, items and appliances on the market, regardless of their intended purpose.

B. The incorporation and acquisition of, participation in, cooperation with, management of, as well as the financing of (having someone finance) other companies, having any legal form whatsoever. The company may perform any commercial, industrial and financial activities and any real or movable property trade activities that are directly or indirectly linked to its corporate object or these activities that will allow it to benefit from its development. In its capacity as director, liquidator or in any other position, the company will be able to take on the management and supervision of and provide advice to affiliated companies and subsidiaries. By means of contribution in cash or in kind, merger, endorsement, participation, financial intervention or in any other manner, the company may take an interest in other companies, either current or still to be incorporated, in Belgium or abroad, the corporate object of which is related or analogous to its own, or of such a nature as to promote its corporate object;"

- 4) to amend the articles of association as follows:

* in Article 1: to replace the words "Belpo services" by "Longo Belgium";

To be stated on the last page of **Part B**

Front

Name and capacity of the acting notary or of the person(s) authorised to represent the legal person vis-à-vis third parties.

Back

Name and signature.

* in Article 2: to replace the words "Antwerpseweg 11, 2440 Geel" by "Hendrik Van Veldekesingel 150, 3500 Hasselt";

* Article 3: to be adjusted to the decision regarding point C1 on the agenda;

* replace Articles 9 to 12, inclusive by the following text:

"Article 9 : Managing director

The company is managed by one or more managing directors, who may or may not be shareholders.

The general meeting appoints and can dismiss the managing director for a period to be determined by the general meeting.

The office of managing director is held without remuneration unless the general meeting makes a provision to the contrary.

If a legal person is appointed as managing director, it must designate a natural person as permanent representative in accordance with the provisions of the Companies Code, who is entrusted with performing the assignment on behalf and for the account of the legal person.

Article 10 : Management

The managing director has the authority to perform any acts that are necessary to achieve the company's object or that will facilitate such achievement, except such decisions for which, in accordance with the law or the articles of association, the general meeting is the sole authority.

Where two managing directors have been appointed, they will manage the business jointly.

Where there are three or more managing directors, they will form a board that will appoint a chairman and further act as a board meeting.

The board of directors will hold meetings as often as the interests of the company require this and at the invitation of a director.

Meetings are held at the company's registered office or at any other place stated in the convening notice.

The invitation to the meeting will always be sent at least five full days before the meeting, except in urgent cases, which must be accounted for in the minutes.

They are not required where all managing directors agree to hold a meeting.

The board of directors can only deliberate validly and decide where the majority of its members who may participate in the vote in accordance with the law, are present or represented.

If there are only two managing directors, they both need to be present.

Any detained managing director may give one of his, her or its colleagues a power of attorney to represent him, her or it and vote in his, her or its place.

However, no managing director may have more than two votes at his, her or its disposal, one for him, her or it and one for his, her or its mandator.

Both the convening notices to the meeting and the powers of attorney can be made by ordinary letter, fax or email.

Decisions by the board are made by an ordinary majority of votes.

The decision is not adopted if there is an equality of votes.

The managing director(s) will act in accordance with the relevant statutory provisions if there is a conflicting interest with the company.

Article 11 : Representation

The managing director represents the company vis-à-vis third parties and, at law, as claimant or defendant, with due regard for the arrangement regarding conflicting interests.

If there are more managing directors, they will act jointly or each individually, as this is to be determined by the general meeting.

Article 12 : Special powers of attorney

The managing director can appoint holders of powers of attorney for the company. Only special and limited powers of attorney for certain or for a series of certain legal acts are allowed.

The holders of the power of attorney bind the company within the limits of the power of attorney granted to them, without prejudice to the responsibility of the managing director in the case of exaggerated power of attorney."

True certified excerpt

Filip Junius, notary

SIMULTANEOUS SUBMISSION:

- the dispatch of the minutes;
- special report by the managing director, accompanied with the statement of assets and liabilities as per 13 November 2018;
- coordinated text of the articles of association.

[Faint, illegible text from the reverse side of the page, including a signature and a date.]

Voor eensluidende vertaling ne varietur van het Nederlands naar het Engels. Gedaan te Herzele, op 21 mei 2019 –
mevrouw Ingrid Piron, beëdigd vertaalster bij de Rechtbank van Eerste Aanleg Oost-Vlaanderen, Afdeling Oudenaarde
*Certified true ne varietur translation from Dutch into English. Done in Herzele on 21 May 2019 –
Mrs Ingrid Piron. sworn translator with the Court of First Instance East Flanders, Division of Oudenaarde*

